

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

February 20, 2007

RECORDATION NO. 26814 FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

FEB 21 '07 -9 4 5 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated February 16, 2007, effective June 1, 2006, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Riverside Cement Company
2845 W. Washington Street
Stockton, CA 95203

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 3,230 cubic foot pressure differential covered hopper railcars marked and numbered GBRX 65000 through GBRX 65019, inclusive.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

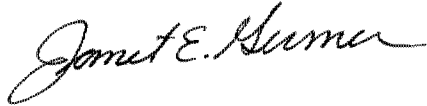
February 20, 2007

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A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of
February 16, 2007 effective June 1, 2006 between Greenbrier Leasing
Company LLC, Lessor, and Riverside Cement Company, Lessee.

Sincerely,

A handwritten signature in cursive script, appearing to read "Janet E. Germer".

Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO. 26-814 FILED

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

FEB 21 2007
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SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as February 16, 2007, and effective as of June 1, 2006, to that certain Master Full Service Railcar Lease and Schedule No. 1 thereto as of the same date, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and RIVERSIDE CEMENT COMPANY, a California general partnership (the "Lessee") and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of February 16, 2007, and effective as of June 1, 2006 and that certain Schedule No. 1 thereto of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

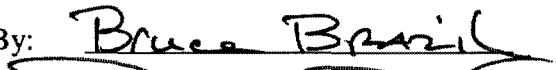
GREENBRIER LEASING COMPANY LLC, as Lessor

By: 

Name: Joseph K. Wilsted

Title: Vice President

RIVERSIDE CEMENT COMPANY, as Lessee

By: 

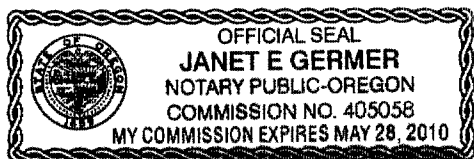
Name: Bruce Brazil

Title: Logistics / Facilities manager

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STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

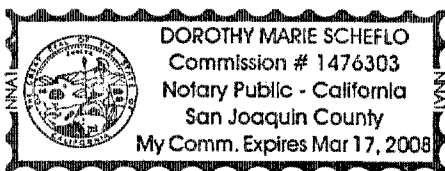
On this 20th day of February, 2007, before me personally appeared _____
Joseph K. Wilsted, to me personally known, who being by me duly sworn, says that
s/he is the Vice President of Greenbrier Leasing Company LLC and that
the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the
execution of the said instrument was her or his free act and deed.



Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010

STATE OF California)
) ss.
COUNTY OF San Joaquin

On this 19th day of February, 2007, before me personally appeared
Bruce Brazil, to me personally known, who being by me duly
sworn, says that s/he is the Logistic Facility Mgr of Riverside Cement
Company and that the foregoing instrument was signed on behalf of said entity, and s/he
acknowledged that the execution of the said instrument was her or his free act and deed.



Dorothy Marie Schefflo
NOTARY PUBLIC
My commission expires: 3-17-2008

EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Twenty (20)	3,230 cf pressure differential covered hopper railcars	GBRX 65000 through GBRX 65019, inclusive